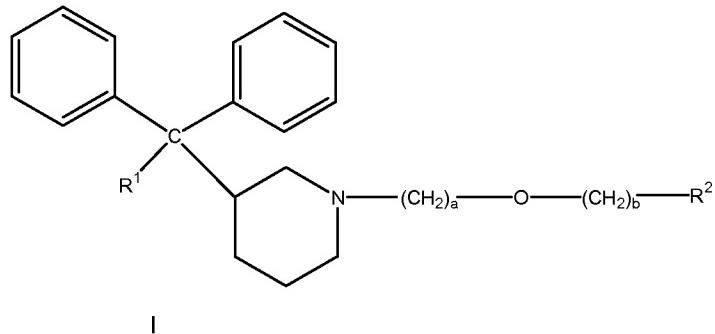


**Claims Listing**

1 to 15 (Cancelled).

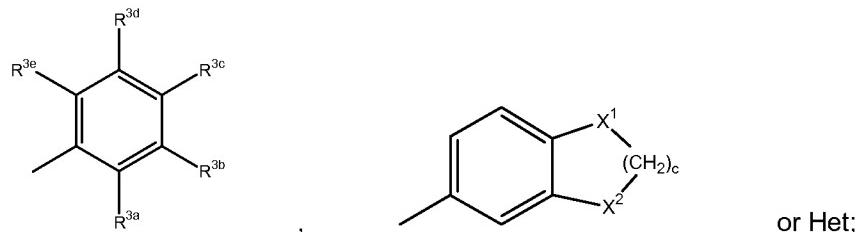
16. (New) A compound of Formula I:



wherein:

R¹ is -CN or -CONR⁴R⁵;

R² is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>3</sub>-C<sub>6</sub> heterocycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, or a group of the formula:



or Het;

R<sup>3a</sup>, R<sup>3b</sup>, R<sup>3c</sup>, R<sup>3d</sup> and R<sup>3e</sup> are each independently H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -(CH<sub>2</sub>)<sub>d</sub>OH, halo, trifluoromethyl, cyano, -(CH<sub>2</sub>)<sub>d</sub>NR<sup>6</sup>R<sup>7</sup>, -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -OCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CH(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>, -SO<sub>2</sub>NH<sub>2</sub>, -(CH<sub>2</sub>)<sub>d</sub>CONR<sup>8</sup>R<sup>9</sup> or -(CH<sub>2</sub>)<sub>d</sub>COO(C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> are each independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

Het is pyridyl, pyrazinyl or thiienyl;

a is 1, 2, 3 or 4;

b is 1, 2 or 3;

c is 1, 2 or 3;

d is 0, 1 or 2; and  
 $X^1$  and  $X^2$  are each independently  $\text{CH}_2$  or O;  
or a pharmaceutically acceptable salt or solvate thereof.

17. (New) A compound according to claim 16 wherein:

$R^4$  is H and  $R^5$  is  $C_1\text{-}C_4$  alkyl.

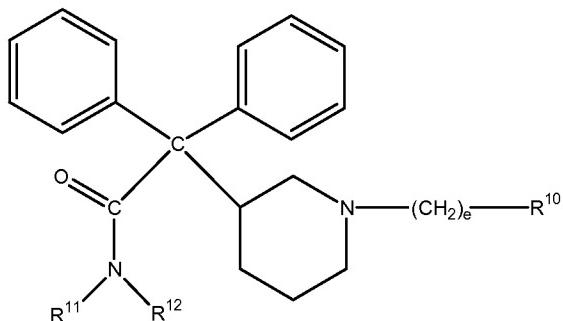
18. (New) A compound according to claim 16 wherein:

$R^4$  is  $C_1\text{-}C_4$  alkyl and  $R^5$  is H.

19. (New) A compound according to claim 16 wherein:

$R^2$  is  $C_3\text{-}C_6$  cycloalkyl,  $C_3\text{-}C_6$  heterocycloalkyl or  $C_6\text{-}C_{14}$  aryl.

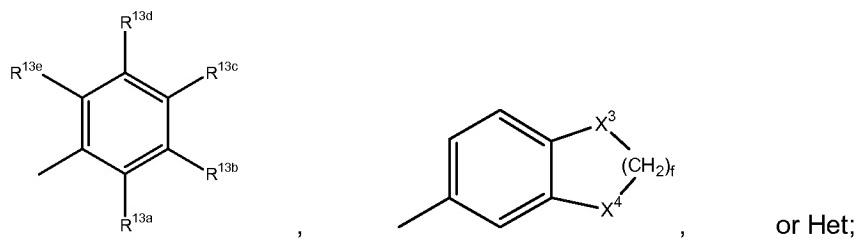
20. (New) A compound of Formula II:



II

wherein:

$R^{10}$  is a group of the formula:



R<sup>11</sup> and R<sup>12</sup> are each independently H or C<sub>1</sub>-C<sub>4</sub> alkyl, with the proviso that R<sup>11</sup> and R<sup>12</sup> are not both H;

R<sup>13a</sup>, R<sup>13b</sup>, R<sup>13c</sup>, R<sup>13d</sup>, and R<sup>13e</sup> are each independently H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -(CH<sub>2</sub>)<sub>g</sub>OH, halo, trifluoromethyl, cyano, -(CH<sub>2</sub>)<sub>g</sub>NR<sup>14</sup>R<sup>15</sup>, -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -OCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CH(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl), -C(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>, -SO<sub>2</sub>NH<sub>2</sub>, -(CH<sub>2</sub>)<sub>g</sub>CONR<sup>16</sup>R<sup>17</sup> or -(CH<sub>2</sub>)<sub>g</sub>COO(C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup> and R<sup>17</sup> are each independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

Het is pyridyl, pyrazinyl or thienyl;

e is 1, 2 or 3;

f is 1, 2 or 3;

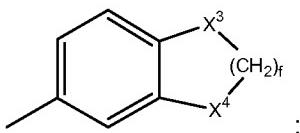
g is 0, 1 or 2; and

X<sup>3</sup> and X<sup>4</sup> are each independently CH<sub>2</sub> or O;

or a pharmaceutically acceptable salt or solvate thereof.

21. (New) A compound according to claim 20 wherein:

R<sup>10</sup> is a group of the formula:

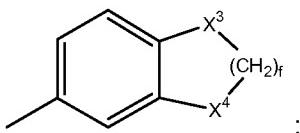


X<sup>3</sup> is O; and

X<sup>4</sup> is CH<sub>2</sub>.

22. (New) A compound according to claim 20 wherein:

R<sup>10</sup> is a group of the formula:



X<sup>3</sup> is CH<sub>2</sub>; and

X<sup>4</sup> is O.

23. (New) A compound according to claim 20 wherein:

R<sup>11</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl; and

R<sup>12</sup> is H.

24. (New) A compound according to claim 20 wherein:

R<sup>11</sup> is H; and

R<sup>12</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl.

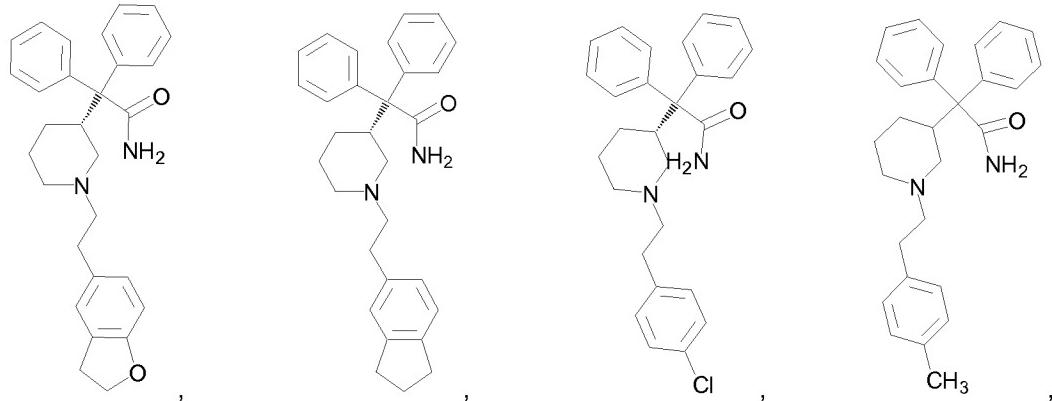
25. (New) A compound according to claim 20 wherein:

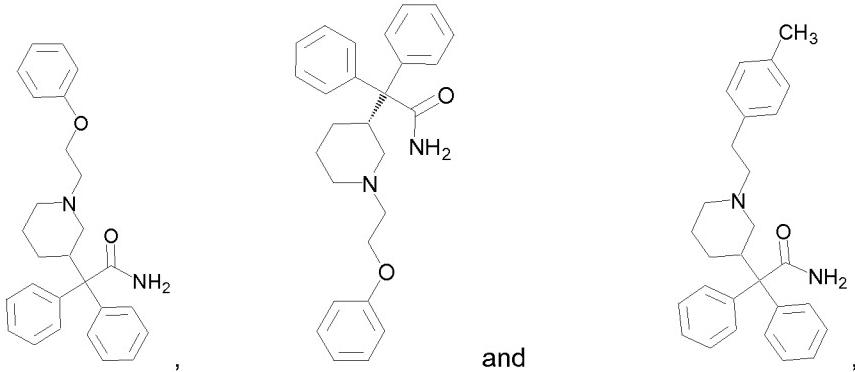
R<sup>13a</sup>, R<sup>13b</sup>, R<sup>13c</sup>, R<sup>13d</sup>, and R<sup>13e</sup> are each independently H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -(CH<sub>2</sub>)<sub>9</sub>OH, halo, trifluoromethyl, cyano, -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -OCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CH(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>NH<sub>2</sub> or -(CH<sub>2</sub>)<sub>9</sub>COO(C<sub>1</sub>-C<sub>4</sub> alkyl).

26. (New) A compound according to claim 20 wherein:

R<sup>13a</sup>, R<sup>13b</sup>, R<sup>13c</sup>, R<sup>13d</sup>, and R<sup>13e</sup> are each independently H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, trifluoromethyl, cyano, -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -OCO(C<sub>1</sub>-C<sub>4</sub> alkyl) or -CH(OH)(C<sub>1</sub>-C<sub>4</sub> alkyl).

27. (New) A compound selected from:





or a pharmaceutically acceptable salt or solvate thereof.

28. (New) A composition comprising a compound according to any one of claims 16, 20 or 27 and at least one additional therapeutic agent chosen from nucleoside HIV reverse transcriptase inhibitors, non-nucleoside HIV reverse transcriptase inhibitors, HIV protease inhibitors, HIV integrase inhibitors, HIV fusion inhibitors, immune modulators, CCR5 antagonists, and antiinfectives.

29. (New) A composition according to claim 28 wherein said at least one additional therapeutic agent is chosen from nelfinavir, ritonavir, lopinavir, kaletra, efavirenz, nevirapine, lamivudine, zidovudine, and tenofovir.